SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Jones Timothy N	AMETEK INC/ [AME]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2011	PRESIDENT - ELECTROMECHANICAL
1100 CASSATT ROAD P.O. BOX 1764		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
BERWYN PA 19312-1177		X Form filed by One Reporting Person / Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/03/2011		A(2)		6,410	A	$44.74	60,475	D	
Common Stock								3,600	I	By Sons
Common Stock/serp								12,506	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock Option	$44.74	05/03/2011		A		17,310		(1)	05/02/2018	Common Stock	17,310	$0	17,310	D	
Stock Option	$16.8578							(3)	04/26/2012	Common Stock	15,120		15,120	D	
Stock Option	$22.1778							(4)	04/25/2013	Common Stock	33,727		33,727	D	
Stock Option	$24.2933							(5)	04/23/2014	Common Stock	30,000		30,000	D	
Stock Option	$32.4							(6)	04/22/2015	Common Stock	29,895		29,895	D	
Stock Option	$21.8067							(7)	04/22/2016	Common Stock	46,245		46,245	D	
Stock Option	$29.38							(8)	04/28/2017	Common Stock	31,755		31,755	D	

Explanation of Responses:

1. The stock options will become exercisable in four equal installments beginning on May 3, 2012.
2. Constitutes restricted stock issued under the 2007 Omnibus Incentive Plan.
3. The stock options will become exercisable in four equal installments beginning on April 27, 2006.
4. The stock options will become exercisable in four equal installments beginning on April 26, 2007.
5. The stock options will become exercisable in four equal installments beginning on April 24, 2008.
6. The stock options will become exercisable in four equal installments beginning on April 23, 2009.
7. The stock options will become exercisable in four equal annual installments beginning on April 23, 2010.
8. The stock options will become exercisable in four equal annual installments beginning on April 29, 2011.

/s/ Timothy N. Jones   05/04/2011
** Signature of Reporting Person   Date